

## CHANGE ORDER NO. 7

This Change Order NO. 7 is entered into between the CalSAWS Consortium ("Consortium") and ClearBest, Incorporation ("Contractor") (collectively "Parties") pursuant to the terms and conditions of Contract No. CS-0001 ("Agreement") pursuant to Section 9.1 of the Agreement.

1. **Purpose and Effect.** The purpose of this Change Order NO. 7 is approve costs/pricing to perform Quality Assurance (QA) Professional Services as required to support various and evolving CalSAWS efforts pursuant to the Agreement as specified in this Change Order NO. 7. [This Change Order NO. 7 is pursuant to the expanded scope line item in the Agreement Budget approved by the Consortium's Board of Directors and appropriate State and Federal authorities.] The effect of this Change Order NO. 7 shall be to revise those provisions of the Agreement as specified herein. All provisions of the Agreement not revised by this Change Order NO. 7 shall be unaffected by it and shall remain in full force and effect between the Parties.

2. **Statement of Work.** Specifically, and as a result of the Parties execution of this Change Order No. 7, the Statement of Work contained in the Agreement, and the QA Deliverables and Services provided by Contractor according to the Schedule and pursuant to the Agreement, shall now include QA Professional Services as required to support evolving CalSAWS efforts. Specific QA Professional Services shall be described and delineated in subsequently approved Work Orders.

3. **Key Personnel.** Pursuant to Section 7.4.1 of the Agreement, and as a result of the execution of this Change Order NO. 7, the Consortium's Executive Director approves the term extension of the Key Staff proposed by Contractor and the utilization of Key Staff proposed by the Contractor to provide QA Professional Services, whose job titles are listed in the Attachment D, Schedule 2 ("Sch 2 - QA Team Roster"), and incorporated herein by reference.

4. **Contract Cost/Pricing.** Pursuant to Section 6.2 of the Agreement, the Contract Price and Charges under the Agreement as currently set forth in Exhibit A to the Agreement, Financial Matters, are revised as set forth in Schedule 1 of Attachment D attached to this Change Order NO. 7, which is incorporated herein by reference and which, by virtue of the execution of this Change Order NO. 7, shall become the operative Price Sheet for all QA Services and Deliverables provided by Contractor under the Agreement. This Change Order NO. 7 increases the Contract Price under the Agreement from Thirty Two Million Two Hundred Forty Thousand Five Hundred Twenty One Dollars (\$32,240,521) to Thirty Five Million Eight Hundred Forty Thousand Five Hundred Twenty One Dollars (\$35,840,521), which reflects an increase in the Contract Price of \$3,600,000 for additional QA Professional Services that will be described and delineated in subsequently approved Work Orders. This increase shall be funded through the budget's line item for expanding the scope of QA Services as approved by the Consortium's Board and appropriate State and Federal Authorities.

5. **Effective Date of Change Order.** Pursuant to the QA expanded scope budget line item approval by the Consortium's Board of Directors and appropriate State and Federal Authorities and Section 9.4 of the Agreement, which grants the Executive Director authority to approve Change Orders not resulting in an increase in the maximum amount of charges under Exhibit A of the Agreement, this Change Order NO. 7 shall become effective upon approval by the Consortium's Executive Director.

IN WITNESS WHEREOF, the Parties have set their hands hereunto as of the Execution Dates set forth below.

CalSAWS Consortium

ClearBest, Incorporation

By: \_\_\_\_\_  
Printed Name: Michael Sylvester  
Title: Board Chair  
Date: \_\_\_\_\_  
Notice Address:  
CalSAWS Joint Powers Authority  
Attention: Board Chair

By: \_\_\_\_\_  
Printed Name: Wendy Battermann  
Title: President  
Date: \_\_\_\_\_  
Notice Address:  
ClearBest, Incorporation  
Attention: President

CalSAWS Consortium

By: \_\_\_\_\_  
Printed Name: John Boule  
Title: Executive Director  
Date: \_\_\_\_\_  
Notice Address:  
CalSAWS Joint Powers Authority  
Attention: Executive Director

APPROVED AS TO FORM:

\_\_\_\_\_  
Jeff Mitchell  
Consortium Legal Counsel